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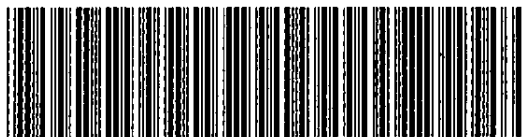
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
10 APR 14 AM 11:45

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Toro Action Programs Corp.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Peter L DiPace Jr
Name (Printed or typed)

3301 NE 1st Avenue, No. 2604
Address

Miami, Florida 33137
City, State & Zip

305.797.8282
Daytime Telephone number

info@toroactionprograms.org
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

STATE OF FLORIDA
NOT-FOR-PROFIT CORPORATION
ARTICLES OF INCORPORATION
OF
TORO ACTION PROGRAMS, CORP.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
10 APR 14 AM 11:45

The undersigned acting as incorporators of a corporation under Chapter 617, Florida Statutes, as amended, adopts the following Articles of Incorporation for such corporation:

ARTICLE ONE:

Name

The name of the Corporation shall be TORO ACTION PROGRAMS, CORP., hereinafter referred to as the "Corporation".

ARTICLE TWO:

Principle Office and Address

The principal place of business of this Corporation shall be 4989 SW 95TH AVENUE, Ft. Lauderdale, Florida 33328 and mailing address of this Corporation shall be the same.

ARTICLE THREE:

Duration & Existence

The term of existence of the Corporation is perpetual; and the corporate existence will commence on the day of the filing of these articles by the Department of State.

ARTICLE FOUR:

Purpose

The Corporation is organized and shall be operated exclusively for religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, no part of the net earnings of which inures to the benefit of any private shareholder or individual, no substantial part of the activities of which is carrying on propaganda, or otherwise attempting, to influence legislation or intervene in any political campaign on behalf of any candidate for public office.

The Corporation is formed for such charitable purposes as will qualify it as an exempt organization under section 501(c)(3) of the Internal Revenue Code.

The Corporation shall be organized and operated in the public interest, not for the benefit of designated persons or its founders, and will not, except to an insubstantial amount, engage in activities that do not further this organization's exempt purposes. Such purposes shall include but shall not be limited to

providing financial support, by way of grants, contributions, loans or otherwise, to other organizations exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code.

All references herein: (i) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; and (ii) to particular sections of the Internal revenue Code shall be deemed to refer to similar or successor provisions hereafter adopted.

ARTICLE FIVE:

Powers

Without in any way limiting the foregoing, the Corporation shall have those powers granted by Chapter 617 of the Florida Statutes.

The Corporation shall be a not-for-profit corporation and shall have no authority to issue capital stock.

ARTICLE SIX:

Limitation on Powers

No part of the assets of the Corporation and no part of any net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation. No substantial part of the activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in any political campaign of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation or the by-laws of the Corporation, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE SEVEN:

Distribution of Assets

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purpose.

ARTICLE EIGHT:

Directors

A Board of Directors having at least 3 Directors shall manage the affairs and business of the Corporation. The directors and officers of the Corporation, terms of office, method of selection, respective duties, and all things pertaining thereto, are defined and established by the by-laws of the Corporation.

The name and address of the persons who are to serve as the initial directors until the first election of the directors pursuant to the by-laws of the Corporation are:

Zamani Thomas, 4989 SW 95th Avenue, Cooper City, Florida 33328

Peter DiPace Jr., 3301 NE 1st Avenue, No. 2604, Miami, Florida 33137

Dr. Hilroy Thomas, 16401 NW 37th Avenue, Miami Gardens, FL 33054

Roosevelt Bradley, 7942 NW 164th Terrace, Miami Lakes, FL 33016

Wade Jones, 5400 NW 22nd Avenue, Suite 701, Miami, FL 33142

Inna Shulkin, 427 Golden Isles Drive, Apt. 11-F, Hallandale, Florida 33309

Dr. Jennifer Booker, 16401 NW 37th Avenue, Miami Gardens, FL 33054

ARTICLE NINE:

Registered Office & Agent

The initial registered office of the Corporation shall be located at 3301 NE 1st Avenue, No. 2604, Miami, Florida 33137

The initial registered agent of the Corporation at that address shall be Peter DiPace Jr.

ARTICLE TEN:

By-laws

The initial directors of this Corporation shall adopt the first By-laws of the Corporation and may alter, amend or rescind in the manner provided by said By-laws.

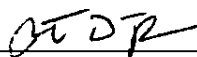
ARTICLE ELEVEN:

Incorporators

The names and addresses of the incorporators of these Articles of Incorporation are:

Peter DiPace Jr., 3301 NE 1st Avenue, No. 2604, Miami, Florida 33137

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation as of the 12th, day of April, 2010.

_____

Peter DiPace Jr., Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY
BE SERVED.**

The following is submitted in accordance with the requirements of Chapter 48.091 of the Florida Statutes:

Toro Action Programs, Corp. desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, in City of Miami, County of Miami-Dade, State of Florida, has named **Peter DiPace Jr.**, located at **3301 NE 1st Avenue, No. 2604, Miami, Florida 33137**, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes relative to keeping open said office. Accepted this 12th day of April, 2010;

Toro Action Programs, Corp.

By: _____

Peter DiPace Jr., Registered Agent

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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